

BYLAWS OF The Northwest California Chapter of NCMS

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NCMS, Inc., the Society of Industrial
Security Professionals - A non-profit
corporation



Bylaws of Northwest California Chapter of NCMS

REVISION		HISTORY
REVISION DATE	PAGE	CHANGE INFORMATION
May 31, 2013	Cover	Cover page added to template
May 31, 2013	Page 1	Added Revision History Template
May 31, 2013	All	Added Chapter Title to header of all pages and page number to the footer of all pages
May 31, 2013	Page 3	Article III, Section 1, added sentence recommended by NCMS Attorney. Section 4 added ethics committee.
May 31, 2013	Page 3	Article IV, Sections 1 and 2, added sentence to include requirement of compliance with national P&P regarding Chapter expenditures to eliminate any ambiguity and to make it clear that Chapter funds should not be used for attendance at the Annual Conference. Also added language provided by the attorney. Added a Section 4 to address legal counsel regarding sponsorships.
May 31, 2013	Page 4	Article V, Section 1, added commitment language and Section 2, changed the word "Should" to "MUST" select a Nominating Committee. Also changed 30 days to 90 days. Deleted the option to select a 1-year term. All terms will be 2 years for Chapter officers.
May 31, 2013	Page 4 & 5	Article V, Sections 3, 4 and 7 all revised. Section 3 revised the term via vocal to verbal affirmation. And added survey tool prohibition. Section 4 added term limits for Chapter officers to 3 terms or six years. Section 7 removed past Chair as ex-officio member of the Chapter Executive Committee.
May 31, 2013	Page 5	Article V, Section 8 – removed past Chair as member of Executive Committee.
May 31, 2013	Page 6	Article VI, Section 1 – added language to ensure consistency with NCMS National Standards for adding Chapter committees other than standing.
May 31, 2013	Page 9	Article VIII – added language to address Chair and officers commitment to attend semi-annual BOD and Chair meetings. As well as the Board's ability to take action if necessary consistent with the national bylaw
August 31, 2013	Page 2	Article II; delete redundant verbiage "and to foster the highest qualities of security professionalism among its members" in

Bylaws of Northwest California Chapter of NCMS

		Section 1, as it is repeated in Section 4.
August 31, 2013	Page 3	Article III; change active member to Regular Member in Section 3.
September 2017	Pages 5-6	Article V – Sections 1, 2, and 3 were revised to conform with the existing language in the NCMS policies and procedures manual relating to chapter officer terms and elections.
January 2020	All	Complete review and update of the document. Revised November 2020, approved by the Board of Directors January 2020.
October 2022 – January 2023	All	Complete review and update of the document. Relevant changes footnoted.
February 2024	All	Chapter logo change on cover sheet and chapter name changed to <i>Northwest California</i> throughout the document.

Bylaws of Northwest California Chapter of NCMS

BYLAWS

Northwest California Chapter

NCMS, Inc.

THE SOCIETY OF INDUSTRIAL SECURITY PROFESSIONALS

A NONPROFIT ORGANIZATION

ARTICLE I - NAME

The name of this organization shall be the Northwest California Chapter of NCMS, Inc., The Society of Industrial Security Professionals. It is chartered as a unit of the NCMS, Inc., The Society of Industrial Security Professionals herein designated as NCMS, to operate within the limits of the charter and is subject to and will abide by the bylaws of NCMS.

ARTICLE II - PURPOSE

The purpose of this Chapter shall be:

- (1) To provide a means for enabling Chapter members to assemble for training in, and discussion of the disciplines of industrial security, information security, government designated unclassified information and intellectual property.
- (2) To advance the professional knowledge of its members in all matters relating to all aspects of the industrial security profession.
- (3) To observe and promote the objectives and tenets and to participate in the affairs of NCMS.
- (4) To foster the highest qualities of security professionalism among its members.

ARTICLE III - MEMBERSHIP

Bylaws of Northwest California Chapter of NCMS

Section 1. Active membership in this Chapter will be limited to members in good standing of NCMS who work or reside in the Northwest California Chapter area, unless an individual has requested to be placed in the Chapter. Membership status in NCMS shall determine membership status within the Chapter. Membership in the Society shall not create or give rise to any ownership interest in the Society's property or assets.

Section 2. Chapter membership is assigned by the Administrative Director. The determination of Chapter assignment is based on the geographical location of the member in relation to the Chapter location. Members may request to be moved to another chapter by making a request through the link in their "edit profile" page on the NCMS website or by contacting the national office directly.

Section 3. Chapter Officers shall refer all questions relating to Chapter membership to the Chapter Chair Liaison (CCL) Team for assistance. If the Chapter Officers recommend a member for denial, suspension, or revocation of Chapter membership, then the CCL Team shall be contacted. If determined to be necessary, an ethics complaint will be filed directly with the Executive Director per established policy, who will then forward complaint to the Ethics Committee for review, investigation, and appropriate action.

ARTICLE IV – DUES and EXPENDITURES

Section 1. No Chapter dues or assessments are permitted in association with this Chapter. *Chapter funds shall be used solely for the advancement of the non-profit goals and activities of the Chapter to the extent such goals and activities are consistent with the non-profit mission of NCMS.*

Section 2. Chapter Officers approve the expenditures of funds for reasonable costs associated with holding Chapter meetings, Chapter Officers meetings, or others that may be called by the Chapter Chair. Chapter funds must be effectively managed in accordance with *NCMS Policies and Procedures, Section IV*. Expenditures are permitted for the purchase of meals, room and AV rental, reasonable door prizes/raffles, guest/speaker fees and/or gifts.¹ The Treasurer reviews all expenses and issues or approves payment when presented with receipts/invoices.² The Treasurer retains all evidence of expenditures for review by the officers, as required in Article V, Section 8.d of these Bylaws. The Chapter Executive Committee may vote to fund travel to and from the Chapter Chair/National Board Meetings on a case-by-case basis. However, this does not include funding attendance at the Annual Seminar, which requires approval by the NCMS National Board of Directors.

Section 3. Any expenditure that falls outside of the definition provided in Section 2 above will require approval from the Chapter Officers before the cost is incurred.

¹ Additional guidance provided to define reasonable expenditures; 10/22

² Revised to allow for all methods of "payment"; 10/22

Bylaws of Northwest California Chapter of NCMS

Section 4. Any Chapter that wishes to establish a Chapter sponsorship of any kind must obtain approval from the NCMS National Board of Directors to ensure consistency with national guidelines and all laws governing non-profit entities.

ARTICLE V – OFFICERS and ELECTIONS

Section 1. The elective officers of this Chapter shall be a Chair, a Vice Chair, a Secretary and a Treasurer. (Note: At the discretion of the Chapter at any time, the positions of Secretary and Treasurer may be combined into a single office.) A Chapter year follows with the calendar year (January-December), and officer terms coincide with the Chapter calendar year.

Serving as a Chapter Chair or Officer requires a significant commitment of time and effort on the part of individuals elected to these positions. When, at the reasonable discretion of the Chapter Chair and/or Officer(s), any Chapter Officer fails to meet that commitment of time and effort, the Chapter Chair and/or Officer(s) may request the NCMS National Board take appropriate action to remedy the issue. Reasons for taking this action can include but are not limited to failure to attend two consecutive NCMS National Board/Chapter Chair Advisory Forum meetings without good reason, failure to complete assigned tasks as outlined in these bylaws, failure to maintain the status of “Member in Good Standing,” or being involved in actions which discredit the Society, violate Society bylaws, or are otherwise not in the best interests of the Society. Any violations of NCMS Ethics shall be adjudicated by the Ethics Committee IAW the NCMS Ethics Policy.

Section 2. The Chapter Officers MUST select a nominating committee for officer elections. The nominating committee shall consist of one or more members, none of whom shall be a Chapter Officer or an individual that has been nominated for Chapter Officer during the current election. Duties of the committee include:

- a. Nominate, from the chapter's active membership in good standing, willing-to-serve candidates for election to the offices of Chair, Vice Chair, Secretary and Treasurer (or Secretary/Treasurer). The committee must ensure that all potential candidates meet the qualifications of both the current chapter and national bylaws before accepting their candidacy.
- b. Ensure that the Chapter Officers nominated are available to attend chapter functions, and that each officer will be able to devote a reasonable amount of time to the chapter office for which he/she is nominated.
- c. Confirm that all nominees for the Chapter Chair position have the support of their respective company to assume the office of Chapter

Bylaws of Northwest California Chapter of NCMS

Chair, to include required time and travel.

- d. Collect a signed Intent to Run form and Email Distribution Policy form from each candidate and forward these forms, along with the Survey Request form for elections, to the Chapter Support Administrator (CSA) at NCMS Headquarters.

Nominees are prohibited from campaigning, e.g., competing against fellow nominees or communicating platforms about Chapter programs or initiatives outside the official Chapter election process (refer to Policies & Procedures Manual, Section 1D, subsection 3 for policy)³.

Chapter officers shall be elected by electronic ballot no later than November 1 to serve a two-year term.

Section 3. Chapter elections will be held by utilizing NCMS survey software. The election period utilizing this software will be at least 14 days, but not more than 30 days.

A majority vote of those voting⁴ shall elect each officer.

In the event of a tie vote, a runoff ballot will be sent to the Chapter via the NCMS survey software.

Section 4. No member shall hold more than one elective office at any one time, except Secretary/Treasurer (if these offices are combined). Elected officers will be limited to a maximum of three consecutive terms in the same office or a maximum of six years (whichever is greater). That officer would be eligible to run for one of the other offices once the term limit for the current office held has been reached. Any part of a term of more than six months shall be considered a term. If there are not enough qualified candidates to fill open positions, an exception to the term limit can be made by the NCMS National Board of Directors to allow a Chapter Officer to run for an additional term of up to two years. At the discretion of the Chapter and as defined in these bylaws, officer positions may be staggered to ensure continuity (for example: Chair and Secretary may be elected one year and the Vice Chair and Treasurer the alternate year).

Section 5. Chapter members who are elected to the National Board of Directors of NCMS shall not be eligible to hold a Chapter office. If a person is a Chapter Officer and is then elected to the Board during that time, he/she must resign the Chapter position. A Chapter Officer may **NOT** hold the position of Chapter Chair Liaison and Chapter Officer at the same time.

Section 6. If the Chair leaves the position before the next regular election, the position

³ Revised 01/23 to add reference to the National P&P

⁴ Revised to define "majority"; 10/22

Bylaws of Northwest California Chapter of NCMS

shall be filled by the Vice Chair. If the Vice Chair is unable to serve as Chair, the Chapter Executive Committee will work with the CCL Team and NCMS National Vice President to secure a suitable candidate. In the interest of time, the Chapter Chair can appoint someone to fill the role with the concurrence of the Chapter Executive Committee.

Section 7. The elected Officers shall comprise the Executive Committee of the Chapter. The Chapter Chair shall be Chair of this Committee. The immediate Past Chair of the Chapter shall provide transitional support to the new Chapter Chair as necessary and upon request. The Past Chapter Chair and Chapter members who are National Directors will be available to support the new Chair and Executive Committee in an advisory capacity as requested by the Chair.

Section 8. The duties of the Chapter Officers shall be as follows:

a. The **Chapter Chair** shall:

- (1) Promote the welfare, growth, and professional stature of the Society.
- (2) Preside at all meetings of the Chapter, a minimum of two annually per the NCMS Policies & Procedures Manual (P&P). (*note: Four annual meetings is a requirement for the Chapter Of Excellence (COE).*)
- (3) Appoint a Chair for each standing committee and any special committees.
- (4) Provide education and training regarding current industrial security and information security issues to its members. Engage appropriate speakers to enhance the training and knowledge of members.
- (5) Communicate to the CCL Team any information regarding problems, reports, surveys, or recommendations which are of concern to the chapter members.
- (6) Work in conjunction with the Chapter Treasurer to assist the National Treasurer when the Chapter is selected for a financial audit.
- (7) Be empowered to make financial transactions by and for the Chapter utilizing bank cards or checks drawn on the Chapter's bank account.
- (8) Ensure that the Chapter Secretary submits meeting minutes to the CSA within 30 days of a Chapter meeting. The Chapter Secretary submits the meeting minutes through the Chapter Business Dashboard.

Bylaws of Northwest California Chapter of NCMS

- (9) Approve all notices to members. The Chapter Officers shall have the authority to distribute notices to members that have been approved by the Chair.
- (10) Be an ex officio advisor as requested by the new Chapter Chair of all committees except the Nominations Committee.
- (11) Attend the semi-annual Chapter Chair Advisory Forum meetings.
- (12) Ensure submittal of the COE package no later than March 1st. The COE criteria are contained in the Chapter Officer Reference Guide (CORG), an embedded .pdf file, and outlined on the COE submission tool form.
- (13) Ensure for a seamless transition, including sharing of all files, passwords, account information, etc. when there is a change in the chair position.

b. The **Vice Chair** shall:

- (1) Perform all the duties of the Chapter Chair if the Chair is unable or absent.
- (2) Assume the office of Chapter Chair should the office become vacant for any reason until the next scheduled election.
- (3) Perform such duties as may be requested by the Chapter Chair.
- (4) Preside at all meetings of the Chapter in the absence of the Chair.
- (5) Attend the semi-annual Chapter Chair Advisory Forum meetings when the Chapter Chair is unable to attend.

c. The **Secretary** shall:

- (1) Keep an accurate record of all meetings of the Chapter and submit meeting minutes to the CSA, within 30 days of the meeting, through the Chapter Business Dashboard.
- (2) Keep an accurate record of the Chapter Executive Committee meetings.
- (3) Keep records of such other activities as the Chapter Chair may direct.

Bylaws of Northwest California Chapter of NCMS

- (4) Conduct correspondence for the Chapter as directed.
- (5) Maintain the Chapter Bylaws and have them available at all meetings of the Chapter.
- (6) Give advance notice of all Chapter meetings to all Chapter members, including flyers.

d. The Treasurer shall:

- (1) Establish an account in the Chapter's name (using NCMS' Tax ID Number) with a sound and well-established banking institution and deposit into the Chapter's account all monies, securities, funds, and monetary credits of or on behalf of the Chapter. Bank must have the ability to provide for a read-only access user on the account, to be used by NCMS National Headquarters for random chapter audits
- (2) Receive funds associated with Chapter-related business.
- (3) Be empowered to make financial transactions by and for the Chapter utilizing bank cards or checks drawn on the Chapter's bank account.
- (4) Issue receipts.
- (5) Keep an accurate record of all receipts and disbursements and make a report at each Chapter meeting.
- (6) Submit books for audit at the close of term, or at the request of the Chapter Executive Committee, NCMS National Executive Committee or a duly appointed finance committee.
- (7) Submit, following review by and signature of the Chapter Chair, the semi-annual Chapter financial audit, no later than February 1st and August 1st of each year to NCMS National Headquarters through the Chapter Business Submission Tool.
- (8) Designate a Chapter member as Chapter Auditor. The Chapter Auditor will be a person other than the Chair, Vice Chair, Secretary, or Treasurer. The person cannot be a signatory on the Chapter's bank account. The Chapter Auditor shall be responsible for auditing the Chapter financial records semi-annually (due Feb 1st and Aug 1st) using the appropriate Audit Form.
- (9) Participate in and support any additional audits of the Chapter's

finances or potential irregularities as deemed necessary by the National Treasurer.

- (10) Assist the National Treasurer, as necessary, when a chapter financial audit is conducted at the request of the Executive Committee of the NCMS Board. Treasurer will make available to the Executive Committee all financial records for the Chapter, including bank statements, chapter ledgers, reconciliation statements, receipts, and any other materials necessary to conduct the audit.
- (11) Under the direction of the Chapter Chair, ensure that an audit of chapter finances is conducted whenever a Treasurer steps down mid-term and a new Treasurer is elected/appointed. This audit must be submitted to the CSA via email.

ARTICLE VI - COMMITTEES

Section 1. The minimum standing committees recommended⁵ are Education and Training, Programs and Meetings, Membership, and Nominations. The Chair shall have the flexibility to combine any standing committee for efficiency as deemed appropriate. The Chair shall appoint a committee chair for each of the standing committees. Non-standing/local committee responsibilities shall be contained in the bylaws. The Chapter may establish additional local committees that model applicable NCMS National Committees (e.g., Mentoring Committee, Information Systems Security Committee, ISP®, etc.) as deemed appropriate by the Chapter Chair. The committees must be consistent with the National Committee construct, bylaws and NCMS P&P and should serve to compliment the NCMS strategic goals and objectives. The addition of any other committees must be incorporated into the Chapter's Standard Operating Procedures⁶. Each Committee Chairperson shall appoint his/her own committee and may attend meetings of the Chapter Executive Committee when deemed necessary by the Chapter Chair.

In addition:

- a. The Chapter Chair shall be a member ex officio advisor as requested by the new Chair of all committees, except the Nominations Committee.
- b. Standing committees shall notify the Chapter Chair of all meetings and, except for the Nominations Committee, shall send copies of all official correspondence to the Chapter Secretary.

⁵ Changed from a requirement to a recommendation, depending on chapter's available resources and volunteers; 10/22

⁶ Removed requirement for CCL Team to approve any additional committees; 10/22

Bylaws of Northwest California Chapter of NCMS

Section 2. The duties of standing committees shall be as follows:

a. Education and Training

- (1) Determine the education and training needs of the members either at a meeting or via survey using NCMS survey software.
- (2) In coordination with the Programs and Meetings Chair, plan and/or present educational programs at Chapter meetings, seminars, and other Chapter functions.
- (3) Operate as a central point for the collection, development, and exchange of educational and training materials.
- (4) Take such action as may be indicated by the members or the Chapter Officers, which will enhance the professional knowledge of the members. This may include website maintenance.

b. Membership

- (1) Reach out to non-member security professionals and encourage them to join.
- (2) Reach out to current members during the renewal period and encourage continuation of NCMS membership. Attempt to contact delinquent members for membership renewal.
- (3) Ensure that NCMS brochures, publications and other promotional items are available at all Chapter meetings and at such other functions as may be deemed advisable with the permission of the sponsoring agency. These items can be requested from the Administrative Director.
- (4) Welcome new member(s). Call and/or send an individual invitation to their first Chapter meeting and introduce the new member(s) to the Chapter.
- (5) These duties are supplemental to, and shall not conflict with, the membership activities of NCMS.

c. Programs and Meetings

- (1) Ensure that the Chapter meetings are properly coordinated, i.e., that

Bylaws of Northwest California Chapter of NCMS

a facility has been obtained and any desired refreshments or meals have been arranged.

- (2) Survey membership to determine meeting locations, time, and speakers.
- (3) Arrange for guest speakers.
- (4) Coordinate with the Chapter Chair for the Secretary to send advance notices of upcoming meetings and seminars to members and other interested personnel.

d. Nominations

- (1) The Nominations Committee must consist of one or more members of the Chapter. If multiple members volunteer, a committee chair shall be selected by the committee members. Chapter Officers and members of the Executive Committee are not eligible to serve on the Nominations Committee in any capacity,
- (2) Solicit a pool of candidates with two nominees for each position whenever possible. Confirm all nominees are willing to serve and have the support of their organizations to meet all the duties of the office for which they are running. Collect from Chapter Chair candidates a completed "Letter of Intent" and ensure they have supervisor approval. Collect from candidates running for Vice Chair, Secretary and Treasurer a completed "Letter of Intent" for their respective positions.
- (3) The NCMS survey software shall be used for all Chapter elections.
- (4) Refer to Article V, Section 2, of these Bylaws for additional information.

ARTICLE VII - MEETINGS AND QUORUMS

Section 1. A minimum of two meetings shall be held each year. The Chapter Chair, with the consent of the Executive Committee, may cancel any meeting for just cause.

Section 2. During the last regular meeting of the year, reports shall be given by all Officers, and the installation of new Officers shall take place, if not previously accomplished.

Bylaws of Northwest California Chapter of NCMS

Section 3. Any actions requiring approval of the Chapter members will be determined by a majority of the members present when a quorum is met. A quorum shall consist of one more than 10% of the members in good standing, unless otherwise directed within these bylaws.

ARTICLE VIII - DELEGATES

The Chapter Chair shall attend the two semi-annual Chapter Chair Advisory Forum meetings each year. Should the Chapter Chair be unable to attend, the Vice Chair should attend. Should neither be able to attend, a volunteer will be requested from among the other Chapter Officers.

If none of the Chapter Officers can attend the meeting(s), then the Chapter Chair should make every effort to find a suitable member of the Chapter who can represent the Chapter. This should be a last resort as it is expected that the Chapter Chair will attend the meetings. If the Chapter will not be represented at the meeting, the Chapter Chair shall notify the CCL Team a minimum of two weeks prior to the scheduled meeting.

ARTICLE IX - AMENDMENTS

Section 1. All proposed amendments to these bylaws must be submitted to the NCMS National Board of Directors through the CCL for approval prior to submission to the Chapter members for vote.

Section 2. The bylaws may be amended by a majority vote of the Chapter, provided the amendment has been submitted (at least 48 hours in advance) in writing to the members prior to the vote being called. If the bylaws amendment is brought for a vote at a meeting of the Chapter, a quorum must be present. A vote may also be called utilizing NCMS survey software.

Section 3. All questions of interpretation or construction of these bylaws shall be directed to the CCL Team. These questions may also be forwarded to the Board of Directors.

Section 4. Changes to the bylaws require approval of the NCMS National Board of Directors.

ARTICLE X - REMOVAL FROM ACTIVE STATUS

Should the Chapter, by majority vote of its members at the time, or by direction of NCMS, become inactive, disband, or dissolve for any reason, the Charter and records of the Chapter shall be forwarded to the Executive Director for safekeeping and historical

Bylaws of Northwest California Chapter of NCMS

purposes. The Chapter funds shall be transferred to the NCMS Treasury for use by NCMS as determined by the NCMS National Board of Directors.